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and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:
	:
<b>FAIRWAY GROUP HOLDINGS</b>	:
<b>CORP., et al.,</b>	:
	:
<b>Debtors.<sup>1</sup></b>	:
-----X	

**Chapter 11**  
**Case No. 16-11241 (MEW)**  
**(Jointly Administered)**

**NOTICE OF PROPOSED DIRECTORS  
AND OFFICERS OF REORGANIZED DEBTORS  
PURSUANT TO BANKRUPTCY CODE SECTION 1129(a)(5)**

**PLEASE TAKE NOTICE** that, in accordance with Section 5.7 of the *Joint  
Prepackaged Chapter 11 Plan of Reorganization of Fairway Group Holdings Corp. and Its  
Affiliated Debtors* (as may be amended, modified, or supplemented from time to time, the

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Fairway Group Holdings Corp. (1087); Fairway Group Acquisition Co. (2860); Fairway Bakery LLC (4129); Fairway Broadway LLC (8591); Fairway Chelsea LLC (0288); Fairway Construction Group LLC (2741); Fairway Douglaston LLC (2650); Fairway East 86th Street LLC (3822); Fairway Ecommerce LLC (3081); Fairway Greenwich Street LLC (6422); Fairway Group Central Services LLC (7843); Fairway Hudson Yards LLC (9331); Fairway Georgetowne LLC (9609); Fairway Group Plainview LLC (8643); Fairway Kips Bay LLC (0791); Fairway Nanuet LLC (9240); Fairway Paramus LLC (3338); Fairway Pelham LLC (3119); Fairway Pelham Wines & Spirits LLC (3141); Fairway Red Hook LLC (8813); Fairway Stamford LLC (0738); Fairway Stamford Wines & Spirits LLC (3021); Fairway Staten Island LLC (1732); Fairway Uptown LLC (8719); Fairway Westbury LLC (6240); and Fairway Woodland Park LLC (9544). The location of the Debtors' corporate headquarters is 2284 12th Avenue, New York, New York 10027.

“Plan”),<sup>2</sup> dated May 2, 2016 (ECF No. 16), upon the Effective Date, the individuals listed below are proposed to serve as members of the board of directors, limited liability managers and/or officers of the Reorganized Debtors:

**Reorganized Fairway Group Holdings Corp.**

**Board of Directors**<sup>3</sup>

Robert D. Zable

**Limited Liability Company Reorganized Debtors**<sup>4</sup>

**Limited Liability Manager**

Kevin McDonnell

**All Reorganized Debtors**

**Officers**

John E. Murphy	President and Chief Executive Officer
Dennis E. Stogsdill	Interim Chief Financial Officer
Kevin McDonnell	Co-President and Chief Operating Officer
Dorothy M. Carlow	Executive Vice President-Chief Merchandising Officer
Nathalie Augustin	Senior Vice President-General Counsel & Secretary
Maureen Minard	Senior Vice President-Chief Information Officer
Linda Siluk	Senior Vice President-Finance and Chief Accounting Officer

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<sup>2</sup> Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

<sup>3</sup> Additional directors are anticipated to be appointed to the New Board on or prior to the Effective Date.

<sup>4</sup> “Limited Liability Company Reorganized Debtors” refers to all Reorganized Debtors other than Fairway Group Holdings Corp. and Fairway Group Acquisition Company.

**PLEASE TAKE FURTHER NOTICE** that, attached hereto as **Exhibit “A”** is a  
list of the affiliations of the individuals set forth above.

Dated: June 3, 2016  
New York, New York

/s/ Matthew S. Barr  
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**Exhibit A**

Name & Position	Responsibilities & Experience
Robert D. Zable <i>Director</i>	Robert Zable is a Senior Managing Director at GSO Capital Partners L.P. (“GSO”) and Senior Portfolio Manager for GSO’s U.S. CLOs, high yield separately managed accounts, and closed-end funds. Mr. Zable sits on GSO’s Customized Credit Strategies’ U.S. Syndicated Investment Committee and Global Structured Credit Investment Committee. Prior to joining GSO in 2007, Mr. Zable was a Vice President at FriedbergMilstein LLC, where he was responsible for credit opportunity investments and junior capital origination and execution. Prior to that, Mr. Zable was a Principal with Abacus Advisors Group, a boutique restructuring and distressed investment firm. Mr. Zable began his career at JP Morgan Securities Inc., where he focused on leveraged finance in New York and London. Mr. Zable received an M.B.A in Finance from The Wharton School at the University of Pennsylvania and a B.S. from Cornell University.
John E. Murphy <i>President and Chief Executive Officer</i>	John E. Murphy has served as President and Chief Executive Officer of Fairway Group Holdings Corp. (“ <b>Holdings</b> ” and, with its subsidiaries, “ <b>Fairway</b> ”) since September 2014. Mr. Murphy was a co-founder and Chief Operating Officer of natural foods grocer Fresh Fields, Inc. from 1990 to 1997. Most recently he served as Chief Executive Officer of Earth Fare, Inc., an organics and natural food chain with locations in the Southeast and Midwest, from 2008 to April 2014 and as a director from 2007 to April 2014. In addition, Mr. Murphy had been an Operating Partner at McCown Deleeuw & Co., the private equity firm that owned the 24 Hour Fitness chain, and a Vice President of Operations at Purity Supreme Supermarkets. Mr. Murphy received his B.A. degree in history from the University of Massachusetts.
Dennis E. Stogsdill <i>Interim Chief Financial Officer</i>	Commencing on the Effective Date of the Plan, Mr. Dennis E. Stogsdill will serve as Interim Chief Financial Officer of Fairway. Mr. Dennis E. Stogsdill has been Chief Restructuring Officer of the Fairway Entities since May 2, 2016. Mr. Stogsdill serves as a Managing Director of Alvarez & Marsal North America, LLC. He served as Chief Restructuring Officer of Revel Casino and Resort, III Acquisition Corp., Medicor Ltd., MediCor Aesthetics, Inc and Donnkeny Inc. Prior to joining A&M, Mr. Stogsdill was with a boutique investment bank Berenson & Minella, where he assisted in the formation of its restructuring practice. He also worked for the corporate restructuring group of Arthur Andersen LLP, and for a management/strategic consulting firm GB Consulting. He is a Certified Insolvency and Restructuring Advisor (CIRA), and an active member of the Association of Insolvency & Restructuring Advisors (AIRA), American Bankruptcy Institute (ABI) and the Turnaround Management Association (TMA). Mr. Stogsdill holds a Bachelor's degree in Accounting from Rutgers University.
Kevin McDonnell <i>Co-President and Chief Operating Officer, and Limited Liability Manager</i>	Kevin McDonnell has served as Fairway’s Co-President and Chief Operating Officer since February 2014 and Limited Liability Manager of Fairway’s limited liability companies since December 2014 and as Fairway’s Senior Vice President—Chief Operating Officer from April 2012 to February 2014. He served as Fairway’s Chief Merchandising Officer from August 2007 to April 2012. Prior to joining Fairway in August 2007, Mr. McDonnell served in various capacities at The Great Atlantic & Pacific Tea Company for over 27 years, most recently as Senior Vice President of Sales and Merchandising.

Name & Position	Responsibilities & Experience
<p>Dorothy M. Carlow</p> <p><i>Executive Vice President and Chief Merchandising Officer</i></p>	<p>Dorothy M. Carlow has served as Fairway’s Executive Vice President—Chief Merchandising Officer since November 2014. From April 2012 to October 2014, Ms. Carlow was the Chief Merchandising Officer of Earth Fare, a North Carolina based specialty supermarket chain, where she led merchandising, marketing, transportation, and logistics. From April 2009 to April 2012, Ms. Carlow served in other positions at Earth Fare, including Vice President of Produce, Business Development and Marketing and Online Communications Director. Ms. Carlow earned her B.S. degree from the George Washington University in Washington, D.C.</p>
<p>Nathalie Augustin</p> <p><i>Senior Vice President, General Counsel, and Secretary</i></p>	<p>Nathalie Augustin has served as Fairway’s Senior Vice President—General Counsel and Secretary since April 2012. Ms. Augustin joined Fairway in June 2007 as Vice President—General Counsel and Secretary. Prior to joining Fairway, Ms. Augustin served in various capacities at The Donna Karan Company LLC, an international fashion design house and a subsidiary of LVMH Moët Hennessy Louis Vuitton, from June 1999 to May 2007, most recently as Vice President and Associate General Counsel. Prior to joining Donna Karan, Ms. Augustin was an associate at Cleary Gottlieb Steen &amp; Hamilton LLP for approximately 5 years. Ms. Augustin began her legal career as a law clerk to the Honorable Sterling Johnson of the United States District Court for the Eastern District of New York. She received her law degree from Harvard Law School and a B.A. degree from Columbia College.</p>
<p>Maureen Minard</p> <p><i>Senior Vice President and Chief Information Officer</i></p>	<p>Maureen Minard has served as Fairway’s Senior Vice President—Chief Information Officer since April 2015. From 2004 until she joined Fairway, Ms. Minard was the Group Vice President of Business Systems for Aéropostale, Inc. a specialty apparel company where she led the applications team in support and implementation of all corporate systems. Ms. Minard received her B.S. degree in Business Administration from Montclair State College.</p>
<p>Linda M. Siluk</p> <p><i>Senior Vice President of Finance and Chief Accounting Officer</i></p>	<p>Linda M. Siluk has served as Fairway’s Senior Vice President of Finance and Chief Accounting Officer since June 2015. From October 2011 to June 2015, Ms. Siluk served as Fairway’s Vice President of Finance and Chief Accounting Officer, as Fairway’s Vice President, Finance and Corporate Controller from October 2010 to October 2011, and as a Senior Project Manager from August 2009 to October 2010, focusing primarily on the implementation of a general ledger software package. Prior to joining Fairway, Ms. Siluk served as the Chief Financial Officer at Drug Fair, a New Jersey-based drug store chain from October 2008 to May 2009. From September 2006 to April 2008, Ms. Siluk was the Senior Vice President, Finance at Ann Taylor. Ms. Siluk received her B.S. in Business Administration from Montclair State College. Ms. Siluk is a certified public accountant.</p>